

**Honorable Shad M. Robinson**  
United States Bankruptcy Judge

**FILED**

**JUN 04 2024**

**United States Courthouse**  
Homer J. Thornberry Federal Judicial Building  
903 San Jacinto Boulevard, Third Floor, Courtroom 1  
Austin, Texas 78701

**U.S. BANKRUPTCY COURT**  
BY    CST    **DEPUTY**

**Re: Case No. 23-10164-smr - ASTRALABS, Inc. (d/b/a Newchip) - Objection to Sale of Designated Securities and Warrants**

Dear Judge Robinson,

I, Matheus Darós Pagani, a Brazilian citizen, CPF No. 106.633.487-06, email [matheus@ventureminer.com](mailto:matheus@ventureminer.com), representative of VENTURE MINER, LLC, a company duly incorporated in the State of Delaware, USA, located at 8 The Green, Ste R, 19901, write to formally object to the inclusion of any interest of Venture Miner in the sale of designated assets as stipulated in the Notice of Entry of Sale Procedures and Final Sale Hearing dated May 6, 2024.

This request is brief and aims solely to clarify the context.

Venture Miner joined the Newchip acceleration program on February 28, 2023, paying a fee and agreeing to grant a percentage of its accelerated project to Newchip as consideration. However, Newchip, operated by ASTRALABS, Inc., did not fulfill the promised acceleration program. After Venture Miner joined the program, there were no further presentations, collaborative work or even mentorships offered by Newchip. As a result, Venture Miner received no benefits or value from this program, incurring only expenses.

As is well known, ASTRALABS, Inc. entered bankruptcy/reorganization proceedings (case no. 23-10164-smr). Recently, we were notified that the guarantee provided to ASTRALABS, Inc. would be subject to liquidation. However, it is crucial to note, as stated above, that this guarantee cannot be liquidated because ASTRALABS, Inc. never provided the promised services. The document to be liquidated is invalid.

It is also important to note that Venture Miner has no revenues, and the supposed interest owed to ASTRALABS, Inc. has no practical or commercial value.

Therefore, Venture Miner argues that the inclusion of its interest in the liquidation is unjustified, given that:

- ASTRALABS, Inc. did not fulfill the acceleration program, resulting in no benefit to Venture Miner.
- It is also important to note that Venture Miner did not generate significant revenue, with a total revenue of only \$6,743 for the year 2023, as evidenced by the attached financial documentation, indicating there is no value to be liquidated.

We have attached Venture Miner's financial documentation to prove the absence of revenues and the zero value of ASTRALABS, Inc.'s interest. Additionally, we are submitting the requested reports to the Trustee's Sale Agent, as requested in the attached document.

In light of the above, we respectfully request that Venture Miner's interest not be included in the proposed liquidation and that Venture Miner be definitively excluded from any liquidation or possible "asset" of Astralabs, Inc.

Respectfully,

Venture Miner, LLC  
Matheus Darós Pagani



State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 04:03 PM 12/12/2022  
FILED 04:03 PM 12/12/2022  
SR 20224242059 - File Number 7184559

**CERTIFICATE OF FORMATION  
OF  
VENTURE MINER, LLC**

The undersigned, being an authorized person, for the purpose of forming a limited liability company under the Delaware Limited Liability Company Act, Chapter 18, Title 6, Delaware Code, Section 18-101 *et seq.*, as amended (the "Act"), does hereby certify pursuant to Section 18-201(a) of the Act, as follows:

**1. Name of Limited Liability Company.** The name of the limited liability company (the "Company") is VENTURE MINER, LLC.

**2. Name and Address of Registered Agent.** The address of the company's registered office in the state of Delaware is 8 The Green, STE R, in the city of DOVER, county of KENT, Zip Code 19901. The name of its registered agent at such address is RESIDENT AGENTS INC.

**3. Initial Manager.** The name and address of the initial manager of this limited liability company is:

GABRIEL STURZENEKER TRES  
AV ANTONIO GIL VELOSO, 1108 AP 202, PRAIA DA COSTA, VILA  
VELHAVES, CEP 29101-010 - BRAZIL

MATHEUS DAROS PAGANI  
RUA DANTE MICHELINI, 2317, AP. 701, MATA DA PRAIA,  
VITORIA/ES, CEP 29066-430 - BRAZIL

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Formation as of this December 12, 2022.



AUTHORIZED PERSON  
DIEGO LUIZ PEREIRA DE SAMPAIO

55

LAZO  
460 NE 28TH ST. 2605  
MIAMI, FL 33137  
786-589-2236

March 6, 2024

VENTURE MINER LLC  
8 THE GREEN, STE R  
Dover, DE 19901

Dear Client:

Your 2023 Federal Partnership Income Tax return will be electronically filed with the Internal Revenue Service upon receipt of a signed Form 8879PE - IRS e-file Signature Authorization. No tax is payable with the filing of this return.

You must distribute a copy of the 2023 Schedule K-1 to each member, if applicable. Be sure to give each member a copy of the Partner's Instructions for Schedule K-1.

Please call if you have any questions.

Sincerely,

Lucas Imai

2023

**Federal Income Tax Summary**

**Page 1**

**VENTURE MINER LLC**

**61-2061151**

**TRADE OR BUSINESS INCOME**

Gross receipts less returns.....	6,743
Gross profit.....	6,743
Total income (loss).....	6,743

**TRADE OR BUSINESS DEDUCTIONS**

Other deductions.....	1,250
Total deductions.....	1,250

**SCHEDULE K - INCOME**

Ordinary business income (loss).....	5,493
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**SCHEDULE L - BALANCE SHEET**

Beginning Assets.....	0
Beginning Liabilities and Capital.....	0
Ending Assets.....	7,743
Ending Liabilities and Capital.....	7,743

2023

**Federal Balance Sheet Summary**

**Page 1**

**VENTURE MINER LLC**

**61-2061151**

**ENDING ASSETS**

Cash..... 7,743

Total Assets..... 7,743

**ENDING LIABILITIES & CAPITAL**

Partners' capital accounts..... 7,743

Total Liabilities and Capital..... 7,743

**2023**

**General Information**

**Page 1**

**VENTURE MINER LLC**

**61-2061151**

**Forms needed for this return**

Federal: 1065, Sch B-1, Sch K-1, Sch K-2, Sch K-3, 7004, 7004 (8804), 8879-PE

**Carryovers to 2024**

None

2023

Federal Schedule K Worksheets

Page 1

VENTURE MINER LLC

61-2061151

Excess Business Loss Limitation  
Schedule K, line 20d

Gross Income

Gross receipts less returns (Form 1065, page 1, line 1c) .....	\$	6,743.
Ordinary income from passthroughs (Form 1065, page 1, line 4) .....		0.
Gross receipts from farm (Form 1065, page 1, line 5) .....		0.
Other income (Form 1065, page 1, line 7) .....		0.
Other income (Schedule K, line 11) .....		0.
Other gross rental income (Schedule K, line 3a) .....		0.
Total gross rents (Form 8825, line 18a) .....		0.
	Total	\$ 6,743.

Deductions

Ordinary deductions (Form 1065, page 1, line 22) .....	\$	1,250.
Deductions from farm (Schedule F, line 33) .....		0.
Other gross rental deductions (Schedule K, line 3b) .....		0.
Total rental real estate deductions (Form 8825, line 18b) .....		0.
Section 179 deduction (Schedule K, line 12) .....		0.
Investment interest expense (Schedule K, line 13c) .....		0.
Section 59(e)(2) expenditures (Schedule K, line 13d) .....		0.
Other deductions (Schedule K, line 13e) .....		0.
	Total	\$ 1,250.



2023

# Schedule K-1 Allocation Summary

Page 1

VENTURE MINER LLC

61-2061151

PIR# Name  
 ...  
 1 GABRIEL STURZENEGGER TRES  
 2 MATHEUS DAROS PAGANI

Line	Item	Total on Schedule K	Partner 1	Partner 2
L	Profit Sharing Alloc. Percentage		31.500000	68.500000
L	Loss Sharing Alloc. Percentage		31.500000	68.500000
1	Ordinary business income (loss)	5,493.	1,730.	3,763.

2023

Partners' Allocation Percentages

Page 1

VENTURE MINER LLC

61-2061151

Partner Number	Partner Name	Partner Identification Number	Partner Percentage of Profit Sharing	Partner Percentage of Loss Sharing	Partner Percentage of Ownership of Capital
1	GABRIEL STURZENEKER TRES	Foreign US	31.500000	31.500000	31.500000
2	MATHEUS DAROS PAGANI	Foreign US	68.500000	68.500000	68.500000
		Totals	<u>100.000000</u>	<u>100.000000</u>	<u>100.000000</u>

2023

## Capital Account Reconciliation

Page 1

**VENTURE MINER LLC**

61-2061151

## FEDERAL ANALYSIS OF PARTNERS' CAPITAL ACCOUNTS

Partner Number	Partner Name	Beginning Capital Account	Capital Contributed during the year	Partner's share of lines 3, 4, and 7 Fm 1065, Sch. M-2	Withdrawals and Distributions	Ending Capital Account
1	GABRIEL STURZENEKER TR		709.	1,730.		2,439.
2	MATHEUS DAROS PAGANI		1,541.	3,763.		5,304.
	Totals		2,250.	5,493.		7,743.

Form **8879-PE****E-file Authorization for Form 1065**

OMB No. 1545-0123

(For return of partnership income or administrative adjustment request)

**ERO must obtain and retain completed Form 8879-PE.****Go to [www.irs.gov/Form8879PE](http://www.irs.gov/Form8879PE) for the latest information.****2023**Department of the Treasury  
Internal Revenue Service

For calendar year 2023, or tax year beginning

, 2023, and ending

Name of partnership

**VENTURE MINER LLC**

Employer identification number

**61-2061151****Part I Form 1065 Information (Whole dollars only)**

<b>1</b>	Gross receipts or sales less returns and allowances (Form 1065, line 1c).....	<b>1</b>	<b>6,743.</b>
<b>2</b>	Gross profit (Form 1065, line 3).....	<b>2</b>	<b>6,743.</b>
<b>3</b>	Ordinary business income (loss) (Form 1065, line 23).....	<b>3</b>	<b>5,493.</b>
<b>4</b>	Net rental real estate income (loss) (Form 1065, Schedule K, line 2).....	<b>4</b>	
<b>5</b>	Other net rental income (loss) (Form 1065, Schedule K, line 3c).....	<b>5</b>	

**Part II Declaration and Signature Authorization of Partner or Member or Partnership Representative**

I declare under penalties of perjury that:

- 1a.** If the Form 1065 is being transmitted as part of a return of partnership income, I am a partner or member of the named partnership.
- b.** If the Form 1065 is being transmitted as part of an administrative adjustment request (AAR), I am the partnership representative (PR) of the named partnership.
- 2.** I have examined a copy of the partnership's electronic Form 1065 (whether used as return or AAR) and accompanying forms, schedules, and statements, and to the best of my knowledge and belief, it/they is/are true, correct, and complete.
- 3.** I am fully authorized to sign the return or AAR on behalf of the partnership.
- 4.** The amounts shown in Part I above are the amounts shown on the electronic copy of the partnership's Form 1065.
- 5.** I consent to allow my electronic return originator (ERO), transmitter, or intermediate service provider to transmit the partnership's return or AAR to the IRS and to receive from the IRS **(a)** an acknowledgment of receipt or reason for rejection of the transmission and **(b)** the reason for any delay in processing the return or AAR.
- 6.** I have selected a personal identification number (PIN) as my signature for the partnership's electronic return of partnership income or AAR.

**Partner or Member or PR PIN: check one box only**

- ☒ I authorize **LAZO** ERO firm name to enter my PIN **14849** Don't enter all zeros as my signature on the partnership's 2023 electronically filed return of partnership income or AAR.
- ☐ As a Partner or Member or PR of the partnership, I will enter my PIN as my signature on the partnership's 2023 electronically filed return of partnership income or AAR.

Partner or Member or PR signature: \_\_\_\_\_

Title: \_\_\_\_\_

Date: **3/06/2024****Part III Certification and Authentication****ERO's EFIN/PIN.** Enter your six-digit EFIN followed by your five-digit self-selected PIN.**60666733131**Don't enter all zeros

I certify that the above numeric entry is my PIN, which is my signature on the 2023 electronically filed return of partnership income or AAR for the partnership indicated above. I confirm that I am submitting this return or AAR in accordance with the requirements of **Pub. 3112**, IRS e-file Application and Participation, and **Pub. 4163**, Modernized e-File (MeF) Information for Authorized IRS e-file Providers for Business Returns.

ERO's signature: **Lucas Tmai**Date: **3/06/2024**

**ERO Must Retain This Form – See Instructions**  
**Don't Submit This Form to the IRS Unless Requested To Do So**

**BAA For Paperwork Reduction Act Notice, see instructions.**Form **8879-PE** (2023)

Form **7004**

(Rev. December 2018)

Department of the Treasury  
Internal Revenue Service**Application for Automatic Extension of Time To File Certain  
Business Income Tax, Information, and Other Returns**

► File a separate application for each return.

► Go to [www.irs.gov/Form7004](http://www.irs.gov/Form7004) for instructions and the latest information.

OMB No. 1545-0233

**Print  
or  
Type**

Name

**VENTURE MINER LLC**

Identifying number

**61-2061151**

Number, street, and room or suite no. (if P.O. box, see instructions.)

**8 THE GREEN, STE R**

City, town, state, and ZIP code (if a foreign address, enter city, province or state, and country (follow the country's practice for entering postal code).)

**Dover, DE 19901****Note:** File request for extension by the due date of the return. See instructions before completing this form.**Part I Automatic Extension for Certain Business Income Tax, Information, and Other Returns.** See instructions.

1. Enter the form code for the return listed below that this application is for: .....

**09**

Application Is For:	Form Code	Application Is For:	Form Code
Form 706-GS(D)	<b>01</b>	Form 1120-ND (section 4951 taxes)	<b>20</b>
Form 706-GS(T)	<b>02</b>	Form 1120-PC	<b>21</b>
Form 1041 (bankruptcy estate only)	<b>03</b>	Form 1120-POL	<b>22</b>
Form 1041 (estate other than a bankruptcy estate)	<b>04</b>	Form 1120-REIT	<b>23</b>
Form 1041 (trust)	<b>05</b>	Form 1120-RIC	<b>24</b>
Form 1041-N	<b>06</b>	Form 1120S	<b>25</b>
Form 1041-QFT	<b>07</b>	Form 1120-SF	<b>26</b>
Form 1042	<b>08</b>	Form 3520-A	<b>27</b>
Form 1065	<b>09</b>	Form 8612	<b>28</b>
Form 1066	<b>11</b>	Form 8613	<b>29</b>
Form 1120	<b>12</b>	Form 8725	<b>30</b>
Form 1120-C	<b>34</b>	Form 8804	<b>31</b>
Form 1120-F	<b>15</b>	Form 8831	<b>32</b>
Form 1120-FSC	<b>16</b>	Form 8876	<b>33</b>
Form 1120-H	<b>17</b>	Form 8924	<b>35</b>
Form 1120-L	<b>18</b>	Form 8928	<b>36</b>
Form 1120-ND	<b>19</b>		

**Part II All Filers Must Complete This Part**

- 2 If the organization is a foreign corporation that does not have an office or place of business in the United States, check here: ..... ☐
- 3 If the organization is a corporation and is the common parent of a group that intends to file a consolidated return, check here: ..... ☐  
If checked, attach a statement listing the name, address, and employer identification number (EIN) for each member covered by this application.

- 4 If the organization is a corporation or partnership that qualifies under Regulations section 1.6081-5, check here: ..... ☐

5 a The application is for calendar year 20 23, or tax year beginning \_\_\_\_\_, 20 \_\_, and ending \_\_\_\_\_, 20 \_\_

- b Short tax year. If this tax year is less than 12 months, check the reason: ☐ Initial return ☐ Final return  
☐ Change in accounting period ☐ Consolidated return to be filed ☐ Other (See instructions — attach explanation.)

6 Tentative total tax ..... **6** ..... 0.

7 Total payments and credits. See instructions ..... **7** ..... 0.

8 Balance due. Subtract line 7 from line 6. See instructions ..... **8** ..... 0.

BAA For Privacy Act and Paperwork Reduction Act Notice, see separate instructions.

CPC20701L 08/09/18

Form **7004** (Rev. 12-2018)

Form **7004**

(Rev. December 2018)

Department of the Treasury  
Internal Revenue Service**Application for Automatic Extension of Time To File Certain Business Income Tax, Information, and Other Returns**

► File a separate application for each return.

► Go to [www.irs.gov/Form7004](http://www.irs.gov/Form7004) for instructions and the latest information.

OMB No. 1545-0233

**Print  
or  
Type**

Name

**VENTURE MINER LLC**

Identifying number

**61-2061151**

Number, street, and room or suite no. (if P.O. box, see instructions.)

**8 THE GREEN, STE R**

City, town, state, and ZIP code (if a foreign address, enter city, province or state, and country (follow the country's practice for entering postal code).)

**Dover, DE 19901****Note:** File request for extension by the due date of the return. See instructions before completing this form.**Part I Automatic Extension for Certain Business Income Tax, Information, and Other Returns.** See instructions.

1. Enter the form code for the return listed below that this application is for.....

**31**

Application Is For:	Form Code	Application Is For:	Form Code
Form 706-GS(D)	<b>01</b>	Form 1120-ND (section 4951 taxes)	<b>20</b>
Form 706-GS(T)	<b>02</b>	Form 1120-PC	<b>21</b>
Form 1041 (bankruptcy estate only)	<b>03</b>	Form 1120-POL	<b>22</b>
Form 1041 (estate other than a bankruptcy estate)	<b>04</b>	Form 1120-REIT	<b>23</b>
Form 1041 (trust)	<b>05</b>	Form 1120-RIC	<b>24</b>
Form 1041-N	<b>06</b>	Form 1120S	<b>25</b>
Form 1041-QFT	<b>07</b>	Form 1120-SF	<b>26</b>
Form 1042	<b>08</b>	Form 3520-A	<b>27</b>
Form 1065	<b>09</b>	Form 8612	<b>28</b>
Form 1066	<b>11</b>	Form 8613	<b>29</b>
Form 1120	<b>12</b>	Form 8725	<b>30</b>
Form 1120-C	<b>34</b>	Form 8804	<b>31</b>
Form 1120-F	<b>15</b>	Form 8831	<b>32</b>
Form 1120-FSC	<b>16</b>	Form 8876	<b>33</b>
Form 1120-H	<b>17</b>	Form 8924	<b>35</b>
Form 1120-L	<b>18</b>	Form 8928	<b>36</b>
Form 1120-ND	<b>19</b>		

**Part II All Filers Must Complete This Part**

- 2 If the organization is a foreign corporation that does not have an office or place of business in the United States, check here. .... ☐
- 3 If the organization is a corporation and is the common parent of a group that intends to file a consolidated return, check here: .... ☐  
If checked, attach a statement listing the name, address, and employer identification number (EIN) for each member covered by this application.

- 4 If the organization is a corporation or partnership that qualifies under Regulations section 1.6081-5, check here. .... ☐

5a The application is for calendar year 20 23, or tax year beginning \_\_\_\_\_, 20 \_\_, and ending \_\_\_\_\_, 20 \_\_

- b **Short tax year.** If this tax year is less than 12 months, check the reason: ☐ Initial return ☐ Final return  
☐ Change in accounting period ☐ Consolidated return to be filed ☐ Other (See instructions — attach explanation.)

6 Tentative total tax ..... **6** 2,032.

7 **Total** payments and credits. See instructions. .... **7** 0.

8 **Balance due.** Subtract line 7 from line 6. See instructions. .... **8** 2,032.

BAA For Privacy Act and Paperwork Reduction Act Notice, see separate instructions.

CPC20701L 08/09/18

Form **7004** (Rev. 12-2018)

<b>Form 1065</b> Department of the Treasury Internal Revenue Service		<b>U.S. Return of Partnership Income</b> For calendar year 2023, or tax year beginning _____, 2023, ending _____, 20____. Go to <a href="http://www.irs.gov/Form1065">www.irs.gov/Form1065</a> for instructions and the latest information.		OMB No. 1545-0123 <b>2023</b>		
<b>A</b> Principal business activity <b>Software Develop</b>		<b>Type or Print</b> <b>VENTURE MINER LLC</b> <b>8 THE GREEN, STE R</b> <b>Dover, DE 19901</b>		<b>D</b> Employer identification no. <b>61-2061151</b>		
<b>B</b> Principal product or service <b>Software Develop</b>				<b>E</b> Date business started <b>12/12/2022</b>		
<b>C</b> Business code number <b>513210</b>				<b>F</b> Total assets (see instructions) <b>\$ 7,743.</b>		
<b>G</b> Check applicable boxes: (1) <input type="checkbox"/> Initial return (2) <input type="checkbox"/> Final return (3) <input type="checkbox"/> Name change (4) <input type="checkbox"/> Address change (5) <input type="checkbox"/> Amended return						
<b>H</b> Check accounting method: (1) <input type="checkbox"/> Cash (2) <input checked="" type="checkbox"/> Accrual (3) <input type="checkbox"/> Other (specify): _____						
<b>I</b> Number of Schedules K-1. Attach one for each person who was a partner at any time during the tax year: _____ <b>2</b>						
<b>J</b> Check if Schedules C and M-3 are attached: _____ <input type="checkbox"/>						
<b>K</b> Check if partnership: (1) <input type="checkbox"/> Aggregated activities for section 465 at-risk purposes (2) <input type="checkbox"/> Grouped activities for section 469 passive activity purposes						
<b>Caution:</b> Include <u>only</u> trade or business income and expenses on lines 1a through 23 below. See the instructions for more information.						
<b>INCOME</b>	<b>1a</b> Gross receipts or sales <b>6,743.</b> <b>b</b> Less returns and allowances _____ <b>Balance</b>				<b>1c</b>	<b>6,743.</b>
	<b>2</b> Cost of goods sold (attach Form 1125-A) _____				<b>2</b>	
	<b>3</b> Gross profit. Subtract line 2 from line 1c _____				<b>3</b>	<b>6,743.</b>
	<b>4</b> Ordinary income (loss) from other partnerships, estates, and trusts (attach statement) _____				<b>4</b>	
	<b>5</b> Net farm profit (loss) (attach Schedule F (Form 1040)) _____				<b>5</b>	
	<b>6</b> Net gain (loss) from Form 4797, Part II, line 17 (attach Form 4797) _____				<b>6</b>	
	<b>7</b> Other income (loss) (attach statement) _____				<b>7</b>	
	<b>8 Total income (loss).</b> Combine lines 3 through 7 _____				<b>8</b>	<b>6,743.</b>
<b>SEE INSTRUCTIONS FOR DEDUCTIONS</b>	<b>9</b> Salaries and wages (other than to partners) (less employment credits) _____				<b>9</b>	
	<b>10</b> Guaranteed payments to partners _____				<b>10</b>	
	<b>11</b> Repairs and maintenance _____				<b>11</b>	
	<b>12</b> Bad debts _____				<b>12</b>	
	<b>13</b> Rent _____				<b>13</b>	
	<b>14</b> Taxes and licenses _____				<b>14</b>	
	<b>15</b> Interest (see instructions) _____				<b>15</b>	
	<b>16a</b> Depreciation (if required, attach Form 4562) _____ <b>16a</b>					
	<b>b</b> Less depreciation reported on Form 1125-A and elsewhere on return ... <b>16b</b>				<b>16c</b>	
	<b>17</b> Depletion ( <b>Do not deduct oil and gas depletion.</b> ) _____				<b>17</b>	
	<b>18</b> Retirement plans, etc. _____				<b>18</b>	
	<b>19</b> Employee benefit programs _____				<b>19</b>	
<b>20</b> Energy efficient commercial buildings deduction (attach Form 7205) _____				<b>20</b>		
<b>21</b> Other deductions (att stmt) _____ <b>See Statement 1</b>				<b>21</b>	<b>1,250.</b>	
<b>22 Total deductions.</b> Add the amounts shown in the far right column for lines 9 through 21 _____				<b>22</b>	<b>1,250.</b>	
<b>23 Ordinary business income (loss).</b> Subtract line 22 from line 8 _____				<b>23</b>	<b>5,493.</b>	
<b>TAX AND PAYMENT</b>	<b>24</b> Interest due under the look-back method — completed long-term contracts (attach Form 8697) _____				<b>24</b>	
	<b>25</b> Interest due under the look-back method — income forecast method (attach Form 8866) _____				<b>25</b>	
	<b>26</b> BBA AAR imputed underpayment (see instructions) _____				<b>26</b>	
	<b>27</b> Other taxes (see instructions) _____				<b>27</b>	
	<b>28 Total balance due.</b> Add lines 24 through 27 _____				<b>28</b>	
	<b>29</b> Elective payment election amount from Form 3800 _____				<b>29</b>	
	<b>30</b> Payment (see instructions) _____				<b>30</b>	
	<b>31 Amount owed.</b> If the sum of line 29 and line 30 is smaller than line 28, enter amount owed _____				<b>31</b>	
	<b>32 Overpayment.</b> If the sum of line 29 and line 30 is larger than line 28, enter overpayment _____				<b>32</b>	
	<div style="display: flex; justify-content: space-between;"> <div style="width: 60%;"> <b>Sign Here</b>            Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than partner or limited liability company member) is based on all information of which preparer has any knowledge.            Signature of partner or limited liability company member _____ Date _____         </div> <div style="width: 35%; border: 1px solid black; padding: 5px;">           May the IRS discuss this return with the preparer shown below? See instructions. <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No         </div> </div>					
<div style="display: flex; justify-content: space-between;"> <div style="width: 30%;"> <b>Paid Preparer Use Only</b>            Print/Type preparer's name  <b>Lucas Imai</b>            Firm's name  <b>LAZO</b>            Firm's address  <b>460 NE 28TH ST. 2605 MIAMI, FL 33137</b> </div> <div style="width: 30%;">           Preparer's signature  <b>Lucas Imai</b>            Date            _____         </div> <div style="width: 30%;">           Check <input type="checkbox"/> if self-employed            PTIN  <b>P02319919</b>            Firm's EIN  <b>84-2425068</b>            Phone no.  <b>786-589-2236</b> </div> </div>						

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**Schedule B Other Information**

<b>1</b> What type of entity is filing this return? Check the applicable box:				<b>Yes</b>	<b>No</b>
<b>a</b> <input type="checkbox"/> Domestic general partnership	<b>b</b> <input type="checkbox"/> Domestic limited partnership				
<b>c</b> <input checked="" type="checkbox"/> Domestic limited liability company	<b>d</b> <input type="checkbox"/> Domestic limited liability partnership				
<b>e</b> <input type="checkbox"/> Foreign partnership	<b>f</b> <input type="checkbox"/> Other: _____				
<b>2</b> At the end of the tax year:					
<b>a</b> Did any foreign or domestic corporation, partnership (including any entity treated as a partnership), trust, or tax-exempt organization, or any foreign government own, directly or indirectly, an interest of 50% or more in the profit, loss, or capital of the partnership? For rules of constructive ownership, see instructions. If "Yes," attach Schedule B-1, Information on Partners Owning 50% or More of the Partnership .....					X
<b>b</b> Did any individual or estate own, directly or indirectly, an interest of 50% or more in the profit, loss, or capital of the partnership? For rules of constructive ownership, see instructions. If "Yes," attach Schedule B-1, Information on Partners Owning 50% or More of the Partnership .....				X	
<b>3</b> At the end of the tax year, did the partnership:					
<b>a</b> Own directly 20% or more, or own, directly or indirectly, 50% or more of the total voting power of all classes of stock entitled to vote of any foreign or domestic corporation? For rules of constructive ownership, see instructions. If "Yes," complete (i) through (iv) below. ....					X
<b>(i)</b> Name of Corporation		<b>(ii)</b> Employer Identification Number (if any)	<b>(iii)</b> Country of Incorporation	<b>(iv)</b> Percentage Owned in Voting Stock	
<b>b</b> Own directly an interest of 20% or more, or own, directly or indirectly, an interest of 50% or more in the profit, loss, or capital in any foreign or domestic partnership (including an entity treated as a partnership) or in the beneficial interest of a trust? For rules of constructive ownership, see instructions. If "Yes," complete (i) through (v) below. ....					X
<b>(i)</b> Name of Entity		<b>(ii)</b> Employer Identification Number (if any)	<b>(iii)</b> Type of Entity	<b>(iv)</b> Country of Organization	<b>(v)</b> Maximum Percentage Owned in Profit, Loss, or Capital
<b>4</b> Does the partnership satisfy <b>all four</b> of the following conditions?				<b>Yes</b>	<b>No</b>
<b>a</b> The partnership's total receipts for the tax year were less than \$250,000.					
<b>b</b> The partnership's total assets at the end of the tax year were less than \$1 million.					
<b>c</b> Schedules K-1 are filed with the return and furnished to the partners on or before the due date (including extensions) for the partnership return.					
<b>d</b> The partnership is not filing and is not required to file Schedule M-3. .... If "Yes," the partnership is not required to complete Schedules L, M-1, and M-2; item F on page 1 of Form 1065; or item L on Schedule K-1.				X	
<b>5</b> Is this partnership a publicly traded partnership, as defined in section 469(k)(2)? .....					X
<b>6</b> During the tax year, did the partnership have any debt that was canceled, was forgiven, or had the terms modified so as to reduce the principal amount of the debt? .....					X
<b>7</b> Has this partnership filed, or is it required to file, Form 8918, Material Advisor Disclosure Statement, to provide information on any reportable transaction? .....					X
<b>8</b> At any time during calendar year 2023, did the partnership have an interest in or a signature or other authority over a financial account in a foreign country (such as a bank account, securities account, or other financial account)? See instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR). If "Yes," enter the name of the foreign country. ....					X
<b>9</b> At any time during the tax year, did the partnership receive a distribution from, or was it the grantor of, or transferor to, a foreign trust? If "Yes," the partnership may have to file Form 3520, Annual Return To Report Transactions With Foreign Trusts and Receipt of Certain Foreign Gifts. See instructions. ....					X
<b>10a</b> Is the partnership making, or had it previously made (and not revoked), a section 754 election? If "Yes," enter the effective date of the election. .... See instructions for details regarding section 754 election.					X
<b>b</b> For this tax year, did the partnership make an optional basis adjustment under section 743(b)? If "Yes," enter the total aggregate net positive amount \$ _____ and the total aggregate net negative amount \$( _____ ) of such section 743(b) adjustments for all partners made in the tax year. The partnership must also attach statement showing the computation and allocation of each basis adjustment. See instructions. ....					X

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Schedule B Other Information (continued)		Yes	No
<p><b>c</b> For this tax year, did the partnership make an optional basis adjustment under section 734(b)? If "Yes," enter the total aggregate net positive amount \$ _____ and the total aggregate net negative amount \$( _____ ) of such section 734(b) adjustments for all partnership property made in the tax year. The partnership must also attach a statement showing the computation and allocation of each basis adjustment. See instructions. ....</p>			X
<p><b>d</b> For this tax year, is the partnership required to adjust the basis of partnership property under section 743(b) or 734(b) because of a substantial built-in loss (as defined under section 743(d)) or substantial basis reduction (as defined under section 734(d))? If "Yes," enter the total aggregate amount of such section 743(b) adjustments and/or section 734(b) adjustments for all partners and/or partnership property made in the tax year \$ _____. The partnership must also attach a statement showing the computation and allocation of the basis adjustment. See instructions. ....</p>			X
<p><b>11</b> Check this box if, during the current or prior tax year, the partnership distributed any property received in a like-kind exchange or contributed such property to another entity (other than disregarded entities wholly owned by the partnership throughout the tax year) ..... <input type="checkbox"/></p>			
<p><b>12</b> At any time during the tax year, did the partnership distribute to any partner a tenancy-in-common or other undivided interest in partnership property? .....</p>			X
<p><b>13</b> If the partnership is required to file Form 8858, Information Return of U.S. Persons With Respect to Foreign Disregarded Entities (FDEs) and Foreign Branches (FBs), enter the number of Forms 8858 attached. See instructions. ....</p>			
<p><b>14</b> Does the partnership have any foreign partners? If "Yes," enter the number of Forms 8805, Foreign Partner's Information Statement of Section 1446 Withholding Tax, filed for this partnership. ... <u>2</u></p>		X	
<p><b>15</b> Enter the number of Forms 8865, Return of U.S. Persons With Respect to Certain Foreign Partnerships, attached to this return. ....</p>			
<p><b>16 a</b> Did you make any payments in 2023 that would require you to file Form(s) 1099? See instructions. ....</p>			X
<p><b>b</b> If "Yes," did you or will you file required Form(s) 1099? .....</p>			
<p><b>17</b> Enter the number of Forms 5471, Information Return of U.S. Persons With Respect to Certain Foreign Corporations, attached to this return. ....</p>			
<p><b>18</b> Enter the number of partners that are foreign governments under section 892. <u>0</u></p>			
<p><b>19</b> During the partnership's tax year, did the partnership make any payments that would require it to file Forms 1042 and 1042-S under chapter 3 (sections 1441 through 1464) or chapter 4 (sections 1471 through 1474)? .....</p>			X
<p><b>20</b> Was the partnership a specified domestic entity required to file Form 8938 for the tax year? See the Instructions for Form 8938. ....</p>			X
<p><b>21</b> Is the partnership a section 721(c) partnership, as defined in Regulations section 1.721(c)-1(b)(14)? .....</p>			X
<p><b>22</b> During the tax year, did the partnership pay or accrue any interest or royalty for which one or more partners are not allowed a deduction under section 267A? See instructions. ....</p> <p>If "Yes," enter the total amount of the disallowed deductions. .... \$ _____</p>			X
<p><b>23</b> Did the partnership have an election under section 163(j) for any real property trade or business or any farming business in effect during the tax year? See instructions. ....</p>			X
<p><b>24</b> Does the partnership satisfy one or more of the following? See instructions. ....</p> <p><b>a</b> The partnership owns a pass-through entity with current, or prior year carryover, excess business interest expense.</p> <p><b>b</b> The partnership's aggregate average annual gross receipts (determined under section 448(c)) for the 3 tax years preceding the current tax year are more than \$29 million and the partnership has business interest expense.</p> <p><b>c</b> The partnership is a tax shelter (see instructions) and the partnership has business interest expense.</p> <p>If "Yes" to any, complete and attach Form 8990. ....</p>			X
<p><b>25</b> Is the partnership attaching Form 8996 to certify as a Qualified Opportunity Fund? .....</p> <p>If "Yes," enter the amount from Form 8996, line 15. .... \$ _____</p>			X
<p><b>26</b> Enter the number of foreign partners subject to section 864(c)(8) as a result of transferring all or a portion of an interest in the partnership or of receiving a distribution from the partnership. ....</p> <p>Complete Schedule K-3 (Form 1065), Part XIII, for each foreign partner subject to section 864(c)(8) on a transfer or distribution.</p>			
<p><b>27</b> At any time during the tax year, were there any transfers between the partnership and its partners subject to the disclosure requirements of Regulations section 1.707-8? .....</p>			X
<p><b>28</b> Since December 22, 2017, did a foreign corporation directly or indirectly acquire substantially all of the properties constituting a trade or business of your partnership, and was the ownership percentage (by vote or value) for purposes of section 7874 greater than 50% (for example, the partners held more than 50% of the stock of the foreign corporation)? If "Yes," list the ownership percentage by vote and by value. See instructions.</p> <p>Percentage: _____ By vote: _____ By value: _____</p>			X
<p><b>29</b> Is the partnership required to file Form 7208 relating to the excise tax on repurchase of corporate stock (see instructions):</p> <p><b>a</b> Under the applicable foreign corporation rules? .....</p>			X

Form 1065 (2023) **VENTURE MINER LLC**

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<b>Schedule B Other Information (continued)</b>		<b>Yes</b>	<b>No</b>
<b>b</b> Under the covered surrogate foreign corporation rules?..... If "Yes," to either (a) or (b), complete Form 7208, Excise Tax on Repurchase of Corporate Stock. See the instructions for Form 7208.			<b>X</b>
<b>30</b>	At any time during this tax year, did the partnership (a) receive (as a reward, award, or payment for property or services); or (b) sell, exchange, or otherwise dispose of a digital asset (or financial interest in a digital asset)? See instructions. ....		<b>X</b>
<b>31</b>	Is the partnership electing out of the centralized partnership audit regime under section 6221(b)? See instructions. If "Yes," the partnership must complete Schedule B-2 (Form 1065). Enter the total from Schedule B-2, Part III, line 3. ....		<b>X</b>
If "No," complete Designation of Partnership Representative below.			

**Designation of Partnership Representative** (see instructions)

Enter below the information for the partnership representative (PR) for the tax year covered by this return.

Name of PR **Lazo Fintech Inc**

U.S. address of PR <b>7901 4th St N STE 14663 St. Petersburg, FL 33702</b>	U.S. phone number of PR <b>(786) 589-2236</b>
---	--

If the PR is an entity, name of the designated individual for the PR **Lucas Imai**

U.S. address of designated individual <b>7901 4th St N STE 14663 St. Petersburg, FL 33702</b>	U.S. phone number of designated individual <b>(786) 589-2236</b>
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Form **1065** (2023)

Form 1065 (2023) VENTURE MINER LLC

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Schedule K Partners' Distributive Share Items		Total amount	
Income (Loss)	1 Ordinary business income (loss) (page 1, line 23).....	1	5,493.
	2 Net rental real estate income (loss) (attach Form 8825).....	2	
	3a Other gross rental income (loss).....	3a	
	b Expenses from other rental activities (attach stmt).....	3b	
	c Other net rental income (loss). Subtract line 3b from line 3a.....	3c	
	4 Guaranteed payments: a Services 4a Capital 4b.....	4c	
	c Total. Add lines 4a and 4b.....	4c	
	5 Interest income.....	5	
	6 Dividends and dividend equivalents: a Ordinary dividends.....	6a	
	b Qualified dividends 6b c Dividend equivalents 6c.....	6c	
	7 Royalties.....	7	
8 Net short-term capital gain (loss) (attach Schedule D (Form 1065)).....	8		
9a Net long-term capital gain (loss) (attach Schedule D (Form 1065)).....	9a		
b Collectibles (28%) gain (loss).....	9b		
c Unrecaptured section 1250 gain (attach statement).....	9c		
10 Net section 1231 gain (loss) (attach Form 4797).....	10		
11 Other income (loss) (see instructions) Type:.....	11		
Deductions	12 Section 179 deduction (attach Form 4562).....	12	
	13a Cash contributions.....	13a	
	b Noncash contributions.....	13b	
	c Investment interest expense.....	13c	
	d Section 59(e)(2) expenditures: (1) Type: (2) Amount:.....	13d(2)	
e Other deductions (see instructions) Type:.....	13e		
Self-Employment	14a Net earnings (loss) from self-employment.....	14a	
	b Gross farming or fishing income.....	14b	
	c Gross nonfarm income.....	14c	
Credits	15a Low-income housing credit (section 42(j)(5)).....	15a	
	b Low-income housing credit (other).....	15b	
	c Qualified rehabilitation expenditures (rental real estate) (attach Form 3468, if applicable).....	15c	
	d Other rental real estate credits (see instructions) Type:.....	15d	
	e Other rental credits (see instructions) Type:.....	15e	
	f Other credits (see instructions) Type:.....	15f	
International	16 Attach Schedule K-2 (Form 1065), Partners' Distributive Share Items—International, and check this box to indicate that you are reporting items of international tax relevance..... <input checked="" type="checkbox"/>		
Alternative Minimum Tax (AMT) Items	17a Post-1986 depreciation adjustment.....	17a	
	b Adjusted gain or loss.....	17b	
	c Depletion (other than oil and gas).....	17c	
	d Oil, gas, and geothermal properties — gross income.....	17d	
	e Oil, gas, and geothermal properties — deductions.....	17e	
	f Other AMT items (attach stmt).....	17f	
Other Information	18a Tax-exempt interest income.....	18a	
	b Other tax-exempt income.....	18b	
	c Nondeductible expenses.....	18c	
	19a Distributions of cash and marketable securities.....	19a	
	b Distributions of other property.....	19b	
	20a Investment income.....	20a	
	b Investment expenses.....	20b	
c Other items and amounts (attach stmt) See Statement 2.....			
21 Total foreign taxes paid or accrued.....	21		

**Analysis of Net Income (Loss) per Return**

1 Net income (loss). Combine Schedule K, lines 1 through 11. From the result, subtract the sum of Schedule K, lines 12 through 13e, and 21.						1	5,493.
2 Analysis by partner type:	(i) Corporate	(ii) Individual (active)	(iii) Individual (passive)	(iv) Partnership	(v) Exempt Organization	(vi) Nominee/Other	
a General partners							
b Limited partners		5,493.					

Schedule L Balance Sheets per Books		Beginning of tax year		End of tax year	
Assets		(a)	(b)	(c)	(d)
1 Cash					7,743.
2a Trade notes and accounts receivable					
b Less allowance for bad debts					
3 Inventories					
4 U.S. Government obligations					
5 Tax-exempt securities					
6 Other current assets (attach stmt)					
7a Loans to partners (or persons related to partners)					
b Mortgage and real estate loans					
8 Other investments (attach stmt)					
9a Buildings and other depreciable assets					
b Less accumulated depreciation					
10a Depletable assets					
b Less accumulated depletion					
11 Land (net of any amortization)					
12a Intangible assets (amortizable only)					
b Less accumulated amortization					
13 Other assets (attach stmt)					
14 Total assets					7,743.
Liabilities and Capital					
15 Accounts payable					
16 Mortgages, notes, bonds payable in less than 1 year					
17 Other current liabilities (attach stmt)					
18 All nonrecourse loans					
19a Loans from partners (or persons related to partners)					
b Mortgages, notes, bonds payable in 1 year or more					
20 Other liabilities (attach stmt)					
21 Partners' capital accounts					7,743.
22 Total liabilities and capital					7,743.

**Schedule M-1 Reconciliation of Income (Loss) per Books With Analysis of Net Income (Loss) per Return**  
Note: The partnership may be required to file Schedule M-3. See instructions.

1 Net income (loss) per books	5,493.	6 Income recorded on books this year not included on Schedule K, lines 1 through 11 (itemize):	
2 Income included on Schedule K, lines 1, 2, 3c, 5, 6a, 7, 8, 9a, 10, and 11, not recorded on books this year (itemize):		a Tax-exempt interest	\$
3 Guaranteed payments (other than health insurance)		7 Deductions included on Schedule K, lines 1 through 13e, and 21, not charged against book income this year (itemize):	
4 Expenses recorded on books this year not included on Schedule K, lines 1 through 13e, and 21 (itemize):		a Depreciation	\$
a Depreciation	\$	8 Add lines 6 and 7	
b Travel and entertainment	\$	9 Income (loss) (Analysis of Net Income (Loss), line 1). Subtract line 8 from line 5	5,493.
5 Add lines 1 through 4	5,493.		

**Schedule M-2 Analysis of Partners' Capital Accounts**

1 Balance at beginning of year	0.	6 Distributions:	a Cash	
2 Capital contributed:		b Property		
a Cash		7 Other decreases (itemize):		
b Property	2,250.	8 Add lines 6 and 7		
3 Net income (loss) (see instructions)	5,493.	9 Balance at end of year. Subtract line 8 from line 5		7,743.
4 Other increases (itemize):				
5 Add lines 1 through 4	7,743.			

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**Schedule K-1****(Form 1065)**Department of the Treasury  
Internal Revenue Service**2023**

For calendar year 2023, or tax year

beginning        /        / 2023 ending        /        /**Partner's Share of Income, Deductions, Credits, etc.**

See separate instructions.

**Part I Information About the Partnership****A** Partnership's employer identification number

61-2061151

**B** Partnership's name, address, city, state, and ZIP codeVENTURE MINER LLC  
8 THE GREEN, STE R  
Dover, DE 19901**C** IRS center where partnership filed return: e-file**D** ☐ Check if this is a publicly traded partnership (PTP)**Part II Information About the Partner****E** Partner's SSN or TIN (Do not use TIN of a disregarded entity. See instructions.)

Foreign US

**F** Name, address, city, state, and ZIP code for partner entered in E. See instructions.GABRIEL STURZENEKER TRES  
AV ANTONIO GIL VELOSO, 1108 AP 202  
PRAIA DA COSTA, VILA VELHA/ES 29101-010**G** ☐ General partner or LLC member-manager ☒ Limited partner or other LLC member**H1** ☐ Domestic partner ☒ Foreign partner**H2** ☐ If the partner is a disregarded entity (DE), enter the partner's:

TIN \_\_\_\_\_ Name \_\_\_\_\_

**I1** What type of entity is this partner? Individual**I2** If this partner is a retirement plan (IRA/SEP/Keogh/etc.), check here ☐**J** Partner's share of profit, loss, and capital (see instructions):

Beginning

Ending

Profit	31.5 %	31.5 %
Loss	31.5 %	31.5 %
Capital	31.5 %	31.5 %

Check if decrease is due to:

☐ Sale or ☐ Exchange of partnership interest. See instructions.**K1** Partner's share of liabilities:

Beginning

Ending

Nonrecourse	\$	\$
Qualified nonrecourse financing	\$	\$
Recourse	\$	\$

**K2** Check this box if item K1 includes liability amounts from lower-tier partnerships. ☐**K3** Check if any of the above liability is subject to guarantees or other payment obligations by the partner. See instructions. ☐**L Partner's Capital Account Analysis**

Beginning capital account	\$	0.
Capital contributed during the year	\$	709.
Current year net income (loss)	\$	1,730.
Other increase (decrease) (attach explanation)	\$	
Withdrawals and distributions	\$(	
Ending capital account	\$	2,439.

**M** Did the partner contribute property with a built-in gain (loss)?☐ Yes ☒ No If "Yes," attach statement. See instructions.**N** Partner's Share of Net Unrecognized Section 704(c) Gain or (Loss)

Beginning \$

Ending \$

☐ Final K-1☐ Amended K-1

651123

OMB No. 1545-0123

**Part III Partner's Share of Current Year Income, Deductions, Credits, and Other Items**

1	Ordinary business income (loss)	14	Self-employment earnings (loss)
	1,730.		
2	Net rental real estate income (loss)		
3	Other net rental income (loss)	15	Credits
4a	Guaranteed payments for services		
4b	Guaranteed payments for capital	16	Schedule K-3 is attached if checked. <input checked="" type="checkbox"/>
4c	Total guaranteed payments	17	Alternative minimum tax (AMT) items
5	Interest income		
6a	Ordinary dividends		
6b	Qualified dividends	18	Tax-exempt income and nondeductible expenses
6c	Dividend equivalents		
7	Royalties		
8	Net short-term capital gain (loss)		
9a	Net long-term capital gain (loss)	19	Distributions
9b	Collectibles (28%) gain (loss)		
9c	Unrecaptured section 1250 gain	20	Other information
		AJ* STMT	
10	Net section 1231 gain (loss)		
11	Other income (loss)		
12	Section 179 deduction	21	Foreign taxes paid or accrued
13	Other deductions		

22 ☐ More than one activity for at-risk purposes\*23 ☐ More than one activity for passive activity purposes\*

\*See attached statement for additional information.

BAA For Paperwork Reduction Act Notice, see the Instructions for Form 1065.

www.irs.gov/Form1065

Schedule K-1 (Form 1065) 2023

Partner 1

PTPA0312L 07/05/23

VENTURE MINER LLC 61-2061151

Schedule K-1 (Form 1065) 2023

Supplemental Information

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**Box 20**  
**Other Information**

**\* Descriptive Information**

AJ	Aggregate Business Activity Gross Income.....	\$	2,124.
AJ	Aggregate Business Activity Total Deductions.....		394.

Partner 1: GABRIEL STURZENEKER TRES Foreign US

SPSL1201L 07/06/22

**Schedule K-1**  
**(Form 1065)**Department of the Treasury  
Internal Revenue Service**2023**

For calendar year 2023, or tax year

beginning        /        / 2023 ending        /        /**Partner's Share of Income, Deductions, Credits, etc.**

See separate instructions.

**Part I Information About the Partnership****A** Partnership's employer identification number

61-2061151

**B** Partnership's name, address, city, state, and ZIP codeVENTURE MINER LLC  
8 THE GREEN, STE R  
Dover, DE 19901**C** IRS center where partnership filed return: **e-file****D** ☐ Check if this is a publicly traded partnership (PTP)**Part II Information About the Partner****E** Partner's SSN or TIN (Do not use TIN of a disregarded entity. See instructions.)

Foreign US

**F** Name, address, city, state, and ZIP code for partner entered in E. See instructions.MATHEUS DAROS PAGANI  
RUA DANTE MICHELINI, 2317, AP. 701  
MATA DA PRAIA, VITORIA/ES 29066-430 Braz**G** ☐ General partner or LLC member-manager ☒ Limited partner or other LLC member**H1** ☐ Domestic partner ☒ Foreign partner**H2** ☐ If the partner is a disregarded entity (DE), enter the partner's:  
TIN \_\_\_\_\_ Name \_\_\_\_\_**I1** What type of entity is this partner? **Individual****I2** If this partner is a retirement plan (IRA/SEP/Keogh/etc.), check here ☐**J** Partner's share of profit, loss, and capital (see instructions):

	Beginning	Ending
Profit	68.5 %	68.5 %
Loss	68.5 %	68.5 %
Capital	68.5 %	68.5 %

Check if decrease is due to:

☐ Sale or ☐ Exchange of partnership interest. See instructions.**K1** Partner's share of liabilities:

	Beginning	Ending
Nonrecourse	\$	\$
Qualified nonrecourse financing	\$	\$
Recourse	\$	\$

**K2** Check this box if item K1 includes liability amounts from lower-tier partnerships. ☐**K3** Check if any of the above liability is subject to guarantees or other payment obligations by the partner. See instructions. ☐**L Partner's Capital Account Analysis**

Beginning capital account	\$	0.
Capital contributed during the year	\$	1,541.
Current year net income (loss)	\$	3,763.
Other increase (decrease) (attach explanation)	\$	
Withdrawals and distributions	\$(	)
Ending capital account	\$	5,304.

**M** Did the partner contribute property with a built-in gain (loss)?☐ Yes ☒ No If "Yes," attach statement. See instructions.**N** Partner's Share of Net Unrecognized Section 704(c) Gain or (Loss)

Beginning	\$
Ending	\$

☐ Final K-1☐ Amended K-1**Part III Partner's Share of Current Year Income, Deductions, Credits, and Other Items**

<b>1</b>	Ordinary business income (loss)	<b>14</b>	Self-employment earnings (loss)
	3,763.		
<b>2</b>	Net rental real estate income (loss)		
<b>3</b>	Other net rental income (loss)	<b>15</b>	Credits
<b>4a</b>	Guaranteed payments for services		
<b>4b</b>	Guaranteed payments for capital	<b>16</b>	Schedule K-3 is attached if checked. <input checked="" type="checkbox"/>
<b>4c</b>	Total guaranteed payments	<b>17</b>	Alternative minimum tax (AMT) items
<b>5</b>	Interest income		
<b>6a</b>	Ordinary dividends		
<b>6b</b>	Qualified dividends	<b>18</b>	Tax-exempt income and nondeductible expenses
<b>6c</b>	Dividend equivalents		
<b>7</b>	Royalties		
<b>8</b>	Net short-term capital gain (loss)	<b>19</b>	Distributions
<b>9a</b>	Net long-term capital gain (loss)		
<b>9b</b>	Collectibles (28%) gain (loss)		
<b>9c</b>	Unrecaptured section 1250 gain	<b>20</b>	Other information
<b>10</b>	Net section 1231 gain (loss)	<b>AJ*</b>	<b>STMT</b>
<b>11</b>	Other income (loss)		
<b>12</b>	Section 179 deduction	<b>21</b>	Foreign taxes paid or accrued
<b>13</b>	Other deductions		
<b>22</b>	More than one activity for at-risk purposes*		
<b>23</b>	More than one activity for passive activity purposes*		

\*See attached statement for additional information.

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www.irs.gov/Form1065

Schedule K-1 (Form 1065) 2023

PTPA0312L 07/05/23

Partner 2

VENTURE MINER LLC 61-2061151

Schedule K-1 (Form 1065) 2023

Supplemental Information

Page 2

**Box 20**  
**Other Information**

**\* Descriptive Information**

AJ	Aggregate Business Activity Gross Income.....	\$	4,619.
AJ	Aggregate Business Activity Total Deductions.....		856.

Partner 2: MATHEUS DAROS PAGANI Foreign US

SPSL1201L 07/06/22



**SCHEDULE B-1**  
**(Form 1065)**  
 (Rev. August 2019)  
 Department of the Treasury  
 Internal Revenue Service

**Information on Partners Owning 50% or  
 More of the Partnership**

► Attach to Form 1065.

► Go to [www.irs.gov/Form1065](http://www.irs.gov/Form1065) for the latest information.

OMB No. 1545-0123

Name of partnership

Employer identification number (EIN)

**VENTURE MINER LLC**

**61-2061151**

**Part I** **Entities Owning 50% or More of the Partnership** (Form 1065, Schedule B, Question 2a (Question 3a for 2009 through 2017))

Complete columns (i) through (v) below for any foreign or domestic corporation, partnership (including any entity treated as a partnership), trust, tax-exempt organization, or any foreign government that owns, directly or indirectly, an interest of 50% or more in the profit, loss, or capital of the partnership (see instructions).

(i) Name of Entity	(ii) Employer Identification Number (if any)	(iii) Type of Entity	(iv) Country of Organization	(v) Maximum Percentage Owned in Profit, Loss, or Capital

**Part II** **Individuals or Estates Owning 50% or More of the Partnership** (Form 1065, Schedule B, Question 2b (Question 3b for 2009 through 2017))

Complete columns (i) through (iv) below for any individual or estate that owns, directly or indirectly, an interest of 50% or more in the profit, loss, or capital of the partnership (see instructions).

(i) Name of Individual or Estate	(ii) Identifying Number (if any)	(iii) Country of Citizenship (see instructions)	(iv) Maximum Percentage Owned in Profit, Loss, or Capital
<b>MATHEUS DAROS PAGANI</b>	<b>Foreign US</b>	<b>Brazil</b>	<b>68.500</b>

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Schedule B-1 (Form 1065) (Rev. 8-2019)



Schedule K-2 (Form 1065) 2023		Name of partnership		EIN
VENTURE MINER LLC				61-2061151
<b>Part II Foreign Tax Credit Limitation</b> (continued)				
<b>Section 1 -- Gross Income</b> (continued)				

Description	(a) U.S. source	Foreign Source				(g) Total
		(b) Foreign branch category income	(c) Passive category income	(d) General category income	(e) Other (category code )	
5 Guaranteed payments.....						
6 Interest income						
A						
B						
C						
7 Ordinary dividends (exclude amount on line 8)						
A						
B						
C						
8 Qualified dividends						
A						
B						
C						
9 Reserved for future use.....						
10 Royalties and license fees						
A						
B						
C						
11 Net short-term capital gain						
A						
B						
C						
12 Net long-term capital gain						
A						
B						
C						
13 Collectibles (28%) gain						
A						
B						
C						
14 Unrecaptured section 1250 gain						
A						
B						
C						

Description		(a) U.S. source	Foreign Source				(e) Other (category code)	(f) Sourced by partner	(g) Total
			(b) Foreign branch category income	(c) Passive category income	(d) General category income				
15	Net section 1231 gain								
A									
B									
C									
16	Section 986(c) gain								
17	Section 987 gain								
18	Section 988 gain								
19	Section 951(a) inclusions								
A									
B									
C									
20	Other income (see instructions)								
A									
B									
C									
21	Reserved for future use								
A									
B									
C									
22	Reserved for future use								
A									
B									
C									
23	Reserved for future use								
A									
B									
C									
24	Total gross income (combine lines 1 through 23)				6,743.	6,743.			6,743.
A									
B									
C									

Name of partnership **VENTURE MINER, LLC** EIN **61-2061151**

**Part II Foreign Tax Credit Limitation (continued)**  
**Section 2 — Deductions**

Description	(a) U.S. source	Foreign Source				(f) Sourced by partner	(g) Total
		(b) Foreign branch category income	(c) Passive category income	(d) General category income	(e) Other (category code)		
25 Expenses allocable to sales income...				1,250.			1,250.
26 Expenses allocable to gross income from performance of services.....							
27 Net short-term capital loss.....							
28 Net long-term capital loss.....							
29 Collectibles loss.....							
30 Net section 1231 loss.....							
31 Other losses.....							
32 Research & experimental (R&E) expenses							
A SIC code:							
B SIC code:							
C SIC code:							
33 Allocable rental expenses—depreciation, depletion, and amortization.....							
34 Allocable rental expenses—other than depreciation, depletion, and amortization.....							
35 Allocable royalty and licensing expenses—depreciation, depletion, and amortization.....							
36 Allocable royalty and licensing expenses—other than depreciation, depletion, and amortization.....							
37 Depreciation not included on line 33 or line 35.							
38 Charitable contributions.....							
39 Interest expense specifically allocable under Regulations section 1.861-10(e).....							
40 Other interest expense specifically allocable under Regulations section 1.861-10T.....							
41 Other interest expense—business....							
42 Other interest expense—investment..							
43 Other interest expense—passive activity.....							
44 Section 59(e)(2) expenditures, excluding R&E expenses on line 32.....							
45 Foreign taxes not creditable but deductible.....							

**Part II Foreign Tax Credit Limitation (continued)**

**Section 2 - Deductions (continued)**

Description	(a) U.S. source	Foreign Source				(f) Sourced by partner	(g) Total
		(b) Foreign branch category income	(c) Passive category income	(d) General category income	(e) Other (category code )		
46 Section 986(c) loss.....							
47 Section 987 loss.....							
48 Section 988 loss.....							
49 Other allocable deductions (see instructions).....							
50 Other apportioned share of deductions (see instructions).....							
51 Reserved for future use.....							
52 Reserved for future use.....							
53 Reserved for future use.....							
54 Total deductions (combine lines 25 through 53). Statement 3.....				1,250.			1,250.
55 Net income (loss) (subtract line 54 from line 24).....				5,493.			5,493.

**Part III Other Information for Preparation of Form 1116 or 1118**

**Section 1 - R&E Expenses Apportionment Factors**

Description	(a) U.S. source	Foreign Source				(f) Sourced by partner	(g) Total
		(b) Foreign branch category income	(c) Passive category income	(d) General category income	(e) Other (category code (country code ))		
1 Gross receipts by SIC code: A SIC code: B SIC code: C SIC code: D SIC code: E SIC code: F SIC code:							
2 Exclusive apportionment with respect to total R&E expenses entered on Part II, line 32. Enter the following. A R&E expense with respect to activity performed in the United States (i) SIC code: ..... (ii) SIC code: ..... (iii) SIC code: ..... B R&E expense with respect to activity performed outside the United States (i) SIC code: ..... (ii) SIC code: ..... (iii) SIC code: .....						2A(i) 2A(ii) 2A(iii) 2B(i) 2B(ii) 2B(iii)	

Name of partnership

EIN

VENTURE MINER LLC

61-2061151

**Part IX Partners' Information for Base Erosion and Anti-Abuse Tax (Section 59A) (continued)**

**Section 2 -- Base Erosion Payments and Base Erosion Tax Benefits (see instructions) (continued)**

Description		(a) Total	(b) Total base erosion payments	(c) Total base erosion tax benefits
18	Portion of base erosion tax benefits reported on lines 6 through 16, on which tax is imposed by section 871 or 881, with respect to which tax has been withheld under section 1441 or 1442 at reduced withholding rate pursuant to income tax treaty. Multiply ratio of percentage withheld divided by 30% (0.30) times tax benefit. See instructions.			
19	<b>Total base erosion tax benefits</b> (subtract the sum of lines 17 and 18 from the sum of lines 8 through 16).			
20	Reserved for future use			
21	Reserved for future use			
22	Reserved for future use			

**Part X Foreign Partners' Character and Source of Income and Deductions**

**Section 1 -- Gross Income**

Description	(a) Total	(b) Partner determination	Partnership Determination			
			ECI		Non-ECI	
			(c) U.S. source	(d) Foreign source	(e) U.S. source (FDAP)	(f) U.S. source (other)
1 Ordinary business income (gross)	6,743.					
2 Gross rental real estate income						
3 Other gross rental income						
4 Guaranteed payments for services						
5 Guaranteed payments for use of capital						
6 Interest income						
7 Dividends						
8 Dividend equivalents						
9 Royalties and license fees						
10 Net short-term capital gain						
11 Net long-term capital gain						
12 Collectibles (28%) gain						
13 Unrecaptured section 1250 gain						
14 Net section 1231 gain						
15 Reserved for future use						
16 Reserved for future use						
17 Reserved for future use						
18 Reserved for future use						
19 Reserved for future use						
20 Other income (loss) not included on lines 1 through 19						
21 <b>Gross income</b> (sum of lines 1 through 20)	6,743.					

Schedule K-2 (Form 1065) 2023

Schedule K-2 (Form 1065) 2023

Name of partnership **VENTURE MINER LLC** EIN **61-2061151** Page 17

**Part X Foreign Partners' Character and Source of Income and Deductions (continued)**

**Section 2 – Deductions, Losses, and Net Income**

Description	(a) Total	(b) Partner determination	Partnership Determination			
			ECI		Non-ECI	
			(c) U.S. source	(d) Foreign source	(e) U.S. source (FDAP)	(f) U.S. source (other)
1 Expenses related to ordinary business income (gross).....	1,250.					
2 R&E expenses.....						
3 Expenses from rental real estate.....						
4 Expenses from other rental activities.....						
5 Royalty and licensing expenses.....						
6 Section 179 deduction.....						
7 Interest expense on U.S.-booked liabilities.....						
8 Interest expense directly allocable under Regulations sections 1.882-5(a)(1)(ii)(B) and 1.861-10T.....						
9 Other interest expense.....						
10 Section 59(e)(2) expenditures.....						
11 Net short-term capital loss.....						
12 Net long-term capital loss.....						
13 Collectibles loss.....						
14 Net section 1231 loss.....						
15 Other losses						
(1)						
(2)						
16 Charitable contributions.....						
17 Other:						
18 Other:						
19 Reserved for future use.....						
20 Reserved for future use.....						
21 Reserved for future use.....						
22 Reserved for future use.....						
23 Reserved for future use.....						
24 Total (sum of lines 1 through 23).....	1,250.					
25 Net income (loss) (line 21 (Section 1) minus line 24 (Section 2)).....	5,493.					

Schedule K-2 (Form 1065) 2023



Name of partnership  
**VENTURE MINER LLC** EIN **61-2061151**

**Part X Foreign Partners' Character and Source of Income and Deductions (continued)**

**Section 3 – Allocation and Apportionment Methods for Deductions**

<b>1</b>	<b>Gross income</b>	<b>Reserved for future use</b>	
<b>a</b>	Gross ECI	(i)	(ii)
<b>b</b>	Worldwide gross income		(iii)
<b>2</b>	<b>Assets</b>		
<b>a</b>	Average U.S. assets (inside basis)		
<b>b</b>	Worldwide assets		6,743.
<b>3</b>	<b>Liabilities</b>		
<b>a</b>	U.S.-booked liabilities of partnership		
<b>b</b>	Directly allocated partnership indebtedness		
<b>4</b>	<b>Personnel</b>		
<b>a</b>	Personnel of U.S. trade or business		
<b>b</b>	Worldwide personnel		
<b>5</b>	<b>Gross receipts from sales or services by SIC code</b>		
	(i) SIC code	(ii) ECI	(iii) Worldwide
<b>a</b>			
<b>b</b>			

**Section 4 – Reserved for Future Use**

	Reserved	(a) Reserved	(b) Reserved	(c) Reserved
<b>1</b>	Reserved for future use			
<b>2</b>	Reserved for future use			
<b>3</b>	Reserved for future use			
<b>4</b>	Reserved for future use			
<b>5</b>	Reserved for future use			
<b>6</b>	Reserved for future use			
<b>7</b>	Reserved for future use			
<b>8</b>	Reserved for future use			
<b>9</b>	Reserved for future use			
<b>10</b>	Reserved for future use			

☐ Final K-3

☐ Amended K-3

**Schedule K-3  
(Form 1065)**

**Partner's Share of Income, Deductions,  
Credits, etc. — International**

OMB No. 1545-0123

Department of the Treasury  
Internal Revenue Service

For calendar year 2023, or tax year beginning \_\_\_\_\_, ending \_\_\_\_\_

See separate instructions.

**2023**

Information About the Partnership	Information About the Partner																																										
<b>A</b> Partnership's employer identification number (EIN) <b>61-2061151</b>	<b>C</b> Partner's social security number (SSN) or taxpayer identification number (TIN) (Do not use TIN of a disregarded entity. See instructions.) <b>Foreign US</b>																																										
<b>B</b> Partnership's name, address, city, state, and ZIP code  <b>VENTURE MINER LLC 8 THE GREEN, STE R Dover, DE 19901</b>	<b>D</b> Name, address, city, state, and ZIP code for partner entered in C. See instructions.  <b>GABRIEL STURZENEKER TRES AV ANTONIO GIL VELOSO, 1108 AP 202 PRAIA DA COSTA, VILA VELHA/ES 29101-010 Br</b>																																										
<b>E</b> Check to indicate the parts of Schedule K-3 that apply.																																											
1 Does Part I apply? If "Yes," complete and attach Part I. 2 Does Part II apply? If "Yes," complete and attach Part II. 3 Does Part III apply? If "Yes," complete and attach Part III. 4 Does Part IV apply? If "Yes," complete and attach Part IV. 5 Does Part V apply? If "Yes," complete and attach Part V. 6 Does Part VI apply? If "Yes," complete and attach Part VI. 7 Does Part VII apply? If "Yes," complete and attach Part VII. 8 Does Part VIII apply? If "Yes," complete and attach Part VIII. 9 Does Part IX apply? If "Yes," complete and attach Part IX. 10 Does Part X apply? If "Yes," complete and attach Part X. 11 Does Part XI apply? If "Yes," complete and attach Part XI. 12 Reserved for future use. 13 Does Part XIII apply? If "Yes," complete and attach Part XIII.	<table border="1" style="width:100%; border-collapse: collapse;"> <thead> <tr> <th></th> <th>Yes</th> <th>No</th> </tr> </thead> <tbody> <tr><td>1</td><td></td><td>X</td></tr> <tr><td>2</td><td>X</td><td></td></tr> <tr><td>3</td><td></td><td>X</td></tr> <tr><td>4</td><td></td><td>X</td></tr> <tr><td>5</td><td></td><td>X</td></tr> <tr><td>6</td><td></td><td>X</td></tr> <tr><td>7</td><td></td><td>X</td></tr> <tr><td>8</td><td></td><td>X</td></tr> <tr><td>9</td><td></td><td>X</td></tr> <tr><td>10</td><td>X</td><td></td></tr> <tr><td>11</td><td></td><td>X</td></tr> <tr><td>12</td><td></td><td></td></tr> <tr><td>13</td><td></td><td>X</td></tr> </tbody> </table>		Yes	No	1		X	2	X		3		X	4		X	5		X	6		X	7		X	8		X	9		X	10	X		11		X	12			13		X
	Yes	No																																									
1		X																																									
2	X																																										
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10	X																																										
11		X																																									
12																																											
13		X																																									

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**Schedule K-3 (Form 1065) 2023**

Schedule K-3 (Form 1065) 2023

Page 2

Name of partnership	VENTURE MINER LLC	EIN	61-2061151	Name of partner	GABRIEL STURZENEKER TRES	SSN or TIN	Foreign US
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Part I Partner's Share of Partnership's Other Current Year International Information

Check box(es) for additional specified attachments. See instructions.

- ☐ 1 Gain on personal property sale
- ☐ 2 Foreign oil and gas taxes
- ☐ 3 Splitter arrangements
- ☐ 4 Foreign tax translation
- ☐ 5 High-taxed income
- ☐ 6 Section 267A disallowed deduction
- ☐ 7 Reserved for future use
- ☐ 8 Form 5471 information
- ☐ 9 Other forms
- ☐ 10 Partner loan transactions
- ☐ 11 Dual consolidated loss
- ☐ 12 Form 8865 information
- ☐ 13 Other international items

(attach description and statement)

Part II Foreign Tax Credit Limitation

Section 1 - Gross Income

Description	(a) U.S. source	Foreign Source				(g) Sourced by partner	(g) Total
		(b) Foreign branch category income	(c) Passive category income	(d) General category income	(e) Other (category code )		
1 Sales							
A BR				2,124.			2,124.
B							
C							
2 Gross income from performance of services							
A							
B							
C							
3 Gross rental real estate income							
A							
B							
C							
4 Other gross rental income							
A							
B							
C							
5 Guaranteed payments.....							
6 Interest income							
A							
B							
C							
7 Ordinary dividends (exclude amount on line 8)							
A							
B							
C							

Schedule K-3 (Form 1065) 2023

Name of partnership  
VENTURE MINER LLC

EIN  
61-2061151

Name of partner  
GABRIEL STURZENEEKER TRES

SSN or TIN  
Foreign US

Page 3

Part II Foreign Tax Credit Limitation (continued)

Section 1 -- Gross Income (continued)

Description	(a) U.S. source	Foreign Source				(f) Sourced by partner	(g) Total
		(b) Foreign branch category income	(c) Passive category income	(d) General category income	(e) Other (category code )		
8 Qualified dividends							
A							
B							
C							
9 Reserved for future use .....							
10 Royalties and license fees							
A							
B							
C							
11 Net short-term capital gain							
A							
B							
C							
12 Net long-term capital gain							
A							
B							
C							
13 Collectibles (28%) gain							
A							
B							
C							
14 Unrecaptured section 1250 gain							
A							
B							
C							
15 Net section 1231 gain							
A							
B							
C							

Schedule K-3 (Form 1065) 2023

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Name of partnership		EIN	Name of partner		SSN or TIN
VENTURE MINER LLC		61-2061151	GABRIEL STURZENEKER TRES		Foreign US

Part II Foreign Tax Credit Limitation (continued)						
Section 1 – Gross Income (continued)						
Description	(a) U.S. source	Foreign Source				(g) Total
		(b) Foreign branch category income	(c) Passive category income	(d) General category income	(e) Other (category code)	
16 Section 986(c) gain.....						
17 Section 987 gain.....						
18 Section 988 gain.....						
19 Section 951(a) Inclusions						
A						
B						
C						
20 Other income (see instructions)						
A						
B						
C						
21 Reserved for future use						
A						
B						
C						
22 Reserved for future use						
A						
B						
C						
23 Reserved for future use						
A						
B						
C						
24 Total gross income (combine lines 1 through 23).....				2,124.	2,124.	
A BR				2,124.	2,124.	
B						
C						

PTPA0713 07/17/23

Schedule K-3 (Form 1065) 2023

Schedule K-3 (Form 1065) 2023		Name of partnership <b>VENTURE MINER LLC</b>		EIN <b>61-2061151</b>	Name of partner <b>GABRIEL STURZENEKER TRES</b>	SSN or TIN <b>Foreign US</b>
<b>Part II Foreign Tax Credit Limitation (continued)</b>						
<b>Section 2 -- Deductions</b>						

Description	(a) U.S. source	Foreign Source				(f) Sourced by partner	(g) Total
		(b) Foreign branch category income	(c) Passive category income	(d) General category income	(e) Other (category code _____)		
25 Expenses allocable to sales income...				394.			394.
26 Expenses allocable to gross income from performance of services.....							
27 Net short-term capital loss.....							
28 Net long-term capital loss.....							
29 Collectibles loss.....							
30 Net section 1231 loss.....							
31 Other losses.....							
32 Research & experimental (R&E) expenses							
A SIC code:							
B SIC code:							
C SIC code:							
33 Allocable rental expenses—depreciation, depletion, and amortization.....							
34 Allocable rental expenses—other than depreciation, depletion, and amortization.....							
35 Allocable royalty and licensing expenses—depreciation, depletion, and amortization.....							
36 Allocable royalty and licensing expenses—other than depreciation, depletion, and amortization.....							
37 Depreciation not included on line 33 or line 35..							
38 Charitable contributions.....							
39 Interest expense specifically allocable under Regulations section 1.861-10(e).....							
40 Other interest expense specifically allocable under Regulations section 1.861-10T.....							
41 Other interest expense—business...							
42 Other interest expense—investment..							
43 Other interest expense—passive activity.....							
44 Section 55(e)(2) expenditures, excluding R&E expenses on line 32.....							
45 Foreign taxes not creditable but deductible .....							

Schedule K-3 (Form 1065) 2023

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Name of partnership	EIN	Name of partner	SSN or TIN
VENTURE MINER LLC	61-2061151	GABRIEL STURZENEKER TRES	Foreign US

Part II Foreign Tax Credit Limitation (continued)

Section 2 – Deductions (continued)

Description	(a) U.S. source	Foreign Source				(g) Total
		(b) Foreign branch category income	(c) Passive category income	(d) General category income	(e) Other (category code )	
46 Section 986(c) loss.....						
47 Section 987 loss.....						
48 Section 988 loss.....						
49 Other allocable deductions (see instructions).....						
50 Other apportioned share of deductions (see Instructions).....						
51 Reserved for future use.....						
52 Reserved for future use.....						
53 Reserved for future use.....						
54 Total deductions (combine lines 25 through 53). See Attach.....				394.		394.
55 Net income (loss) (subtract line 54 from line 24).....				1,730.		1,730.

Part III Other Information for Preparation of Form 1116 or 1118

Section 1 – R&E Expenses Apportionment Factors

Description	(a) U.S. source	Foreign Source				(g) Total
		(b) Foreign branch category income	(c) Passive category income	(d) General category income	(e) Other (category code ) (country code )	
1 Gross receipts by SIC code						
A SIC code:						
B SIC code:						
C SIC code:						
D SIC code:						
E SIC code:						
F SIC code:						
2 Exclusive apportionment with respect to total R&E expenses entered on Part II, line 32.						
A R&E expense with respect to activity performed in the United States						
(i) SIC code:					2A(i)	
(ii) SIC code:					2A(ii)	
(iii) SIC code:					2A(iii)	
B R&E expense with respect to activity performed outside the United States						
(i) SIC code:					2B(i)	
(ii) SIC code:					2B(ii)	
(iii) SIC code:					2B(iii)	

Name of partnership <b>VENTURE MINER LLC</b>		EIN <b>61-2061151</b>	Name of partner <b>GABRIEL STURZENEEKER TRES</b>	SSN or TIN <b>Foreign US</b>
<b>Part IX Partner's Information for Base Erosion and Anti-Abuse Tax (Section 59A) (continued)</b>				
<b>Section 2 — Base Erosion Payments and Base Erosion Tax Benefits (see instructions) (continued)</b>				

Description	(a) Total	(b) Total base erosion payments	(c) Total base erosion tax benefits
18 Portion of base erosion tax benefits reported on lines 6 through 16, on which tax is imposed by section 871 or 881, with respect to which tax has been withheld under section 1441 or 1442 at reduced withholding rate pursuant to income tax treaty. Multiply ratio of percentage withheld divided by 30% (0.30) times tax benefit. See instructions			
19 <b>Total base erosion tax benefits</b> (subtract the sum of lines 17 and 18 from the sum of lines 8 through 16).			
20 Reserved for future use			
21 Reserved for future use			
22 Reserved for future use			
<b>Part X Foreign Partner's Character and Source of Income and Deductions</b>			
<b>Section 1 — Gross Income</b>			

Description	(a) Total	(b) Partner determination	Partnership Determination				
			ECI		Non-ECI		
			(c) U.S. source	(d) Foreign source	(e) U.S. source (FDAP)	(f) U.S. source (other)	(g) Foreign source
1 Ordinary business income (gross).....	2,124.						
2 Gross rental real estate income.....							
3 Other gross rental income.....							
4 Guaranteed payments for services.....							
5 Guaranteed payments for use of capital.....							
6 Interest income.....							
7 Dividends.....							
8 Dividend equivalents.....							
9 Royalties and license fees.....							
10 Net short-term capital gain.....							
11 Net long-term capital gain.....							
12 Collectibles (28%) gain.....							
13 Unrecaptured section 1250 gain.....							
14 Net section 1231 gain.....							
15 Reserved for future use.....							
16 Reserved for future use.....							
17 Reserved for future use.....							
18 Reserved for future use.....							
19 Reserved for future use.....							
20 Other income (loss) not included on lines 1 through 19.....							
21 Gross income (sum of lines 1 through 20).....	2,124.						

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Schedule K-3 (Form 1065) 2023

Partner 1



Name of partnership <b>VENTURE MINER LLC</b>		EIN <b>61-2061151</b>	Name of partner <b>GABRIEL STURZENEKER TRES</b>		SSN or TIN <b>Foreign US</b>
<b>Part X Foreign Partner's Character and Source of Income and Deductions (continued)</b>					
<b>Section 2 – Deductions, Losses, and Net Income</b>					

Description	(a) Total	(b) Partner determination	Partnership Determination			
			ECI		Non-ECI	
			(c) U.S. source	(d) Foreign source	(e) U.S. source (FDAP)	(f) U.S. source (other)
1 Expenses related to ordinary business income (gross).....	394.					
2 R&E expenses.....						
3 Expenses from rental real estate.....						
4 Expenses from other rental activities.....						
5 Royalty and licensing expenses.....						
6 Section 179 deduction.....						
7 Interest expense on U.S.-booked liabilities.....						
8 Interest expense directly allocable under Regulations sections 1.882-5(a)(1)(ii)(B) and 1.861-10T.....						
9 Other interest expense.....						
10 Section 59(e)(2) expenditures.....						
11 Net short-term capital loss.....						
12 Net long-term capital loss.....						
13 Collectibles loss.....						
14 Net section 1231 loss.....						
15 Other losses.....						
(1)						
(2)						
16 Charitable contributions.....						
17 Other:						
18 Other:						
19 Reserved for future use.....						
20 Reserved for future use.....						
21 Reserved for future use.....						
22 Reserved for future use.....						
23 Reserved for future use.....						
24 Total (sum of lines 1 through 23).....	394.					
25 Net income (loss) (line 21 (Section 1) minus line 24 (Section 2)).....	1,730.					

Part X Foreign Partner's Character and Source of Income and Deductions (continued)

Section 3 – Allocation and Apportionment Methods for Deductions

1	Gross income		6	Reserved for future use	
a	Gross ECI		a	(i)	(ii)
b	Worldwide gross income	2,124.	b		
2	Assets				
a	Average U.S. assets (inside basis)		7	Other allocation and apportionment key	
b	Worldwide assets		a	(i) Key/Factor	(ii) Allocation
3	Liabilities		b		
a	U.S.-booked liabilities of partnership		8	Other allocation and apportionment key	
b	Directly allocated partnership indebtedness		a	(i) Key/Factor	(ii) Allocation
4	Personnel		b		
a	Personnel of U.S. trade or business				
b	Worldwide personnel				
5	Gross receipts from sales or services by SIC code				
a	(i) SIC code	(ii) ECI			
b		(iii) Worldwide			

Section 4 – Reserved for Future Use		Reserved		
1	Reserved for future use		(a) Reserved	(b) Reserved
2	Reserved for future use			
3	Reserved for future use			
4	Reserved for future use			
5	Reserved for future use			
6	Reserved for future use			
7	Reserved for future use			
8	Reserved for future use			
9	Reserved for future use			
10	Reserved for future use			

2023

**Schedule K-3 Attachments**

VENTURE MINER LLC

61-2061151

**Schedule K-3, Part II, Section 2, Line 54  
Total Deductions (By Country)**

Country	(a) U.S. Source	(b) Foreign Branch Category Income	(c) Passive Category Income	(d) General Category Income	(e) Section 901j Income	(f) Sourced By Partner	(g) Total
BR	\$ 0.	\$ 0.	\$ 0.	\$ 394.	\$ 0.	\$ 0.	\$ 394.

Partner 1: GABRIEL STURZENEKER TRES Foreign US

☐ Final K-3☐ Amended K-3**Schedule K-3  
(Form 1065)****Partner's Share of Income, Deductions,  
Credits, etc. — International**

OMB No. 1545-0123

Department of the Treasury  
Internal Revenue Service

For calendar year 2023, or tax year beginning \_\_\_\_\_, ending \_\_\_\_\_

**2023****See separate instructions.**

Information About the Partnership		Information About the Partner	
<b>A</b> Partnership's employer identification number (EIN) 61-2061151		<b>C</b> Partner's social security number (SSN) or taxpayer identification number (TIN) (Do not use TIN of a disregarded entity. See instructions.) <b>Foreign US</b>	
<b>B</b> Partnership's name, address, city, state, and ZIP code  VENTURE MINER LLC 8 THE GREEN, STE R Dover, DE 19901		<b>D</b> Name, address, city, state, and ZIP code for partner entered in C. See instructions.  MATHEUS DAROS PAGANI RUA DANTE MICHELINI, 2317, AP. 701 MATA DA PRAIA, VITORIA/ES 29066-430 Brazil	

**E** Check to indicate the parts of Schedule K-3 that apply.

	Yes	No
1 Does Part I apply? If "Yes," complete and attach Part I.....		X
2 Does Part II apply? If "Yes," complete and attach Part II.....	X	
3 Does Part III apply? If "Yes," complete and attach Part III.....		X
4 Does Part IV apply? If "Yes," complete and attach Part IV.....		X
5 Does Part V apply? If "Yes," complete and attach Part V.....		X
6 Does Part VI apply? If "Yes," complete and attach Part VI.....		X
7 Does Part VII apply? If "Yes," complete and attach Part VII.....		X
8 Does Part VIII apply? If "Yes," complete and attach Part VIII.....		X
9 Does Part IX apply? If "Yes," complete and attach Part IX.....		X
10 Does Part X apply? If "Yes," complete and attach Part X.....	X	
11 Does Part XI apply? If "Yes," complete and attach Part XI.....		X
12 Reserved for future use.....		
13 Does Part XIII apply? If "Yes," complete and attach Part XIII.....		X

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BAA For Paperwork Reduction Act Notice, see the Instructions for Form 1065.

www.irs.gov/Form1065

Schedule K-3 (Form 1065) 2023

Name of partnership		EIN	Name of partner		SSN or TIN
VENTURE MINER LLC		61-2061151	MATHEUS DAROS PAGANI		Foreign US
<b>Part I Partner's Share of Partnership's Other Current Year International Information</b>					

Check box(es) for additional specified attachments. See instructions.

- |   |  |   |  |
|---|--|---|--|
| <input type="checkbox"/> 1 Gain on personal property sale | <input type="checkbox"/> 5 High-taxed income                 | <input type="checkbox"/> 8 Form 5471 information      | <input type="checkbox"/> 11 Dual consolidated loss                                       |
| <input type="checkbox"/> 2 Foreign oil and gas taxes      | <input type="checkbox"/> 6 Section 267A disallowed deduction | <input type="checkbox"/> 9 Other forms                | <input type="checkbox"/> 12 Form 8865 information  |
| <input type="checkbox"/> 3 Splitter arrangements          | <input type="checkbox"/> 7 Reserved for future use           | <input type="checkbox"/> 10 Partner loan transactions | <input type="checkbox"/> 13 Other international items (attach description and statement) |
| <input type="checkbox"/> 4 Foreign tax translation        |  |   |  |

**Part II Foreign Tax Credit Limitation**

**Section 1 – Gross Income**

Description	(a) U.S. source	Foreign Source				(f) Sourced by partner	(g) Total
		(b) Foreign branch category income	(c) Passive category income	(d) General category income	(e) Other (category code )		
1 Sales							
A BR				4,619.			4,619.
B							
C							
2 Gross income from performance of services							
A							
B							
C							
3 Gross rental real estate income							
A							
B							
C							
4 Other gross rental income							
A							
B							
C							
5 Guaranteed payments.....							
6 Interest income							
A							
B							
C							
7 Ordinary dividends (exclude amount on line 8)							
A							
B							
C							

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Schedule K-3 (Form 1065) 2023

Name of partnership	EIN	Name of partner	SSN or TIN
VENTURE MINER LLC	61-2061151	MATHEUS DAROS PAGANI	Foreign US

Part II Foreign Tax Credit Limitation (continued)

Section 1 – Gross Income (continued)

Description	(a) U.S. source	Foreign Source				(f) Sourced by partner	(g) Total
		(b) Foreign branch category income	(c) Passive category income	(d) General category income	(e) Other (category code )		
8 Qualified dividends							
A							
B							
C							
9 Reserved for future use.....							
10 Royalties and license fees							
A							
B							
C							
11 Net short-term capital gain							
A							
B							
C							
12 Net long-term capital gain							
A							
B							
C							
13 Collectibles (28%) gain							
A							
B							
C							
14 Unrecaptured section 1250 gain							
A							
B							
C							
15 Net section 1231 gain							
A							
B							
C							

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Schedule K-3 (Form 1065) 2023

Schedule K-3 (Form 1065) 2023

Name of partnership  
VENTURE MINER LLC

EIN  
61-2061151

Name of partner  
MATHEUS DAROS PAGANI

SSN or TIN  
Foreign US

Page 4

Part II Foreign Tax Credit Limitation (continued)

Section 1 -- Gross Income (continued)

Description	(a) U.S. source	Foreign Source				(f) Sourced by partner	(g) Total
		(b) Foreign branch category income	(c) Passive category income	(d) General category income	(e) Other (category code )		
16 Section 986(c) gain.....							
17 Section 987 gain.....							
18 Section 988 gain.....							
19 Section 951(a) Inclusions							
A							
B							
C							
20 Other Income (see instructions)							
A							
B							
C							
21 Reserved for future use							
A							
B							
C							
22 Reserved for future use							
A							
B							
C							
23 Reserved for future use							
A							
B							
C							
24 Total gross income (combine lines 1 through 23) .....				4,619.			4,619.
A BR				4,619.			4,619.
B							
C							

Schedule K-3 (Form 1065) 2023 Page 5

Name of partnership <b>VENTURE MINER LLC</b>		EIN <b>61-2061151</b>	Name of partner <b>MATHEUS DAROS PAGANI</b>	SSN or TIN <b>Foreign US</b>
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**Part II Foreign Tax Credit Limitation (continued)**

**Section 2 -- Deductions**

Description	(a) U.S. source	Foreign Source				(f) Sourced by partner	(g) Total
		(b) Foreign branch category income	(c) Passive category income	(d) General category income	(e) Other (category code )		
25 Expenses allocable to sales income . . . . .				856.			856.
26 Expenses allocable to gross income from performance of services . . . . .							
27 Net short-term capital loss . . . . .							
28 Net long-term capital loss . . . . .							
29 Collectibles loss . . . . .							
30 Net section 1231 loss . . . . .							
31 Other losses . . . . .							
32 Research & experimental (R&E) expenses							
A SIC code:							
B SIC code:							
C SIC code:							
33 Allocable rental expenses—depreciation, depletion, and amortization . . . . .							
34 Allocable rental expenses—other than depreciation, depletion, and amortization . . . . .							
35 Allocable royalty and licensing expenses—depreciation, depletion, and amortization . . . . .							
36 Allocable royalty and licensing expenses—other than depreciation, depletion, and amortization . . . . .							
37 Depreciation not included on line 33 or line 35 . . . . .							
38 Charitable contributions . . . . .							
39 Interest expense specifically allocable under Regulations section 1.881-10(e) . . . . .							
40 Other interest expense specifically allocable under Regulations section 1.881-10T . . . . .							
41 Other interest expense—business . . . . .							
42 Other interest expense—investment . . . . .							
43 Other interest expense—passive activity . . . . .							
44 Section 59(e)(2) expenditures, excluding R&E expenses on line 32 . . . . .							
45 Foreign taxes not creditable but deductible . . . . .							



Schedule K-3 (Form 1065) 2023

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Name of partnership	VENTURE MINER LLC	SSN or TIN	Foreign US
Part II Foreign Tax Credit Limitation (continued)			
Section 2 -- Deductions (continued)			
Section 2 -- Deductions (continued)			

Description	(a) U.S. source	Foreign Source				(f) Sourced by partner	(g) Total
		(b) Foreign branch category income	(c) Passive category income	(d) General category income	(e) Other (category code )		
46 Section 986(c) loss							
47 Section 987 loss							
48 Section 988 loss							
49 Other allocable deductions (see instructions)							
50 Other apportioned share of deductions (see instructions)							
51 Reserved for future use							
52 Reserved for future use							
53 Reserved for future use							
54 Total deductions (combine lines 25 through 53). See Attach				856.			856.
55 Net income (loss) (subtract line 54 from line 24)				3,763.			3,763.

Part III Other Information for Preparation of Form 1116 or 1118

Section 1 -- R&E Expenses Apportionment Factors

Description	(a) U.S. source	Foreign Source				(f) Sourced by partner	(g) Total
		(b) Foreign branch category income	(c) Passive category income	(d) General category income	(e) Other (category code (country code ))		
1 Gross receipts by SIC code							
A SIC code:							
B SIC code:							
C SIC code:							
D SIC code:							
E SIC code:							
F SIC code:							
2 Exclusive apportionment with respect to total R&E expenses entered on Part II, line 32.							
A R&E expense with respect to activity performed in the United States							
(i) SIC code:						2A(i)	
(ii) SIC code:						2A(ii)	
(iii) SIC code:						2A(iii)	
B R&E expense with respect to activity performed outside the United States							
(i) SIC code:						2B(i)	
(ii) SIC code:						2B(ii)	
(iii) SIC code:						2B(iii)	

Schedule K-3 (Form 1065) 2023

Name of partnership: **VENTURE MINER LLC** EIN: **61-2061151** Name of partner: **MATHEUS DAROS PACANI** SSN or TIN: **Foreign DS**

**Part IX Partner's Information for Base Erosion and Anti-Abuse Tax (Section 59A) (continued)**

**Section 2 – Base Erosion Payments and Base Erosion Tax Benefits (see instructions) (continued)**

Description	(a) Total	(b) Total base erosion payments	(c) Total base erosion tax benefits
18 Portion of base erosion tax benefits reported on lines 6 through 16, on which tax is imposed by section 871 or 881, with respect to which tax has been withheld under section 1441 or 1442 at reduced withholding rate pursuant to income tax treaty. Multiply ratio of percentage withheld divided by 30% (0.30) times tax benefit. See instructions			
19 Total base erosion tax benefits (subtract the sum of lines 17 and 18 from the sum of lines 8 through 16).			
20 Reserved for future use			
21 Reserved for future use			
22 Reserved for future use			

Description	(a) Total	(b) Partner determination	Partnership Determination				
			ECI		Non-ECI		
			(c) U.S. source	(d) Foreign source	(e) U.S. source (FDAP)	(f) U.S. source (other)	(g) Foreign source
1 Ordinary business income (gross).....	4,619.						
2 Gross rental real estate income.....							
3 Other gross rental income.....							
4 Guaranteed payments for services.....							
5 Guaranteed payments for use of capital.....							
6 Interest income.....							
7 Dividends.....							
8 Dividend equivalents.....							
9 Royalties and license fees.....							
10 Net short-term capital gain.....							
11 Net long-term capital gain.....							
12 Collectibles (28%) gain.....							
13 Unrecaptured section 1250 gain.....							
14 Net section 1231 gain.....							
15 Reserved for future use.....							
16 Reserved for future use.....							
17 Reserved for future use.....							
18 Reserved for future use.....							
19 Reserved for future use.....							
20 Other income (loss) not included on lines 1 through 19.....							
21 Gross income (sum of lines 1 through 20).....	4,619.						

Schedule K-3 (Form 1065) 2023		Page 18					
Name of partnership		EIN	Name of partner				
VENTURE MINER LLC		61-2061151	MATHEUS DAROS PAGANI				
Part X Foreign Partner's Character and Source of Income and Deductions (continued)			SSN or TIN				
			Foreign US				
<b>Section 2 – Deductions, Losses, and Net Income</b>							
Description	(a) Total	(b) Partner determination	Partnership Determination				
			ECI		Non-ECI		
			(c) U.S. source	(d) Foreign source	(e) U.S. source (FDAP)	(f) U.S. source (other)	(g) Foreign source
1 Expenses related to ordinary business income (gross).....	856.						
2 R&E expenses.....							
3 Expenses from rental real estate.....							
4 Expenses from other rental activities.....							
5 Royalty and licensing expenses.....							
6 Section 179 deduction.....							
7 Interest expense on U.S.-booked liabilities.....							
8 Interest expense directly allocable under Regulations sections 1.882-5(a)(1)(ii)(B) and 1.861-10T.....							
9 Other interest expense.....							
10 Section 59(e)(2) expenditures.....							
11 Net short-term capital loss.....							
12 Net long-term capital loss.....							
13 Collectibles loss.....							
14 Net section 1231 loss.....							
15 Other losses.....							
(1)							
(2)							
16 Charitable contributions.....							
17 Other:							
18 Other:							
19 Reserved for future use.....							
20 Reserved for future use.....							
21 Reserved for future use.....							
22 Reserved for future use.....							
23 Reserved for future use.....							
24 Total (sum of lines 1 through 23).....	856.						
25 Net income (loss) (line 21 (Section 1) minus line 24 (Section 2)).....	3,763.						

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Schedule K-3 (Form 1065) 2023

Schedule K-3 (Form 1065) 2023

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Name of partnership	EIN	Name of partner	SSN or TIN
VENTURE MINER LLC	61-2061151	MATHEUS DAROS PAGANI	Foreign US

Part X Foreign Partner's Character and Source of Income and Deductions (continued)

Section 3 – Allocation and Apportionment Methods for Deductions

1	Gross Income	Reserved for future use	
a	Gross ECI	(i)	(ii)
b	Worldwide gross income		
			4,619.
2	Assets		
a	Average U.S. assets (inside basis)		
b	Worldwide assets		
3	Liabilities		
a	U.S.-booked liabilities of partnership	(i) Key/Factor	(ii) Allocation
b	Directly allocated partnership indebtedness		
4	Personnel		
a	Personnel of U.S. trade or business	(i) Key/Factor	(ii) Allocation
b	Worldwide personnel		
5	Gross receipts from sales or services by SIC code		
a	(i) SIC code	(ii) ECI	(iii) Worldwide
b			

Section 4 – Reserved for Future Use

Reserved		
(a) Reserved	(b) Reserved	(c) Reserved
1 Reserved for future use		
2 Reserved for future use		
3 Reserved for future use		
4 Reserved for future use		
5 Reserved for future use		
6 Reserved for future use		
7 Reserved for future use		
8 Reserved for future use		
9 Reserved for future use		
10 Reserved for future use		

2023

**Schedule K-3 Attachments**

VENTURE MINER LLC

61-2061151

**Schedule K-3, Part II, Section 2, Line 54  
Total Deductions (By Country)**

Country	(a) U.S. Source	(b) Foreign Branch Category Income	(c) Passive Category Income	(d) General Category Income	(e) Section 901j Income	(f) Sourced By Partner	(g) Total
BR	\$ 0.	\$ 0.	\$ 0.	856. \$ 856.	\$ 0.	\$ 0.	856. \$ 856.

Partner 2: MATHEUS DAROS PAGANI Foreign US

**2023**

**Federal Statements**

**Page 1**

**VENTURE MINER LLC**

**61-2061151**

**Statement 1  
Form 1065, Line 21  
Other Deductions**

Accounting.....	\$	750.
Software & Apps.....		500.
Total	\$	<u>1,250.</u>

**Statement 2  
Form 1065, Schedule K, Line 20c  
Other Reportable Items**

Aggregate Business Activity Gross Income.....	\$	6,743.
Aggregate Business Activity Total Deductions.....		1,250.

2023

Federal Statements

Page 2

VENTURE MINER LLC

61-2061151

Statement 3  
Schedule K-2, Part II, Section 2, Line 54  
Total Deductions (By Country)

Country	(a) U.S. Source	(b) Foreign Branch Category Income	(c) Passive Category Income	(d) General Category Income	(e) Section 901j Income	(f) Sourced By Partner	(g) Total
BR	\$ 0. \$	\$ 0. \$	\$ 0. \$	\$ 1,250. \$	\$ 0. \$	\$ 0. \$	\$ 1,250. \$
				\$ 1,250. \$			\$ 1,250. \$